

Exhibit 3

to

**Kelley Drye & Warren LLP's Opposition to
Quanta Resources Corporation's Motion to Compel**

ARENT FOX LLP
Allen G. Reiter
Adrienne M. Hollander
1675 Broadway
New York, New York 10019
Phone: 212-484-3900
Fax: 212-484-3990
Attorneys for Defendant Quanta Resources Corporation

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

PHOENIX BEVERAGES, INC., RODB LLC,
WINDMILL DISTRIBUTING COMPANY, L.P., UP
FROM THE ASHES, INC., and other affiliated companies
of PHOENIX BEVERAGES, INC.,

Plaintiffs,

-against-

EXXON MOBIL CORPORATION, EXXONMOBIL
RESEARCH AND ENGINEERING COMPANY and
QUANTA RESOURCES CORPORATION,

Defendants.

Case No. 1:12-CV-03771 (PKC) (JO)

QUANTA RESOURCES CORPORATION,

Third-Party Plaintiff,

-against-

ACE WASTE OIL, INC.; et al.,

Third-Party Defendants.

**DEFENDANT QUANTA
RESOURCES CORPORATION'S
OBJECTIONS AND RESPONSES
TO PLAINTIFFS' FIRST
REQUESTS FOR ADMISSION**

Defendant Quanta Resources Corporation ("Quanta"), by way of responses and objections to the Requests For Admission propounded by Plaintiffs (the "Requests"), in accordance with Rules 26 and 36 of the Federal Rules of Civil Procedure, hereby responds as follows:

GENERAL OBJECTIONS

1. Quanta objects to these Requests to the extent that they contain terms that are undefined, vague and conclusory, rendering them impossible to admit or deny.
2. Quanta objects to these Requests because they are not limited in time.
3. Quanta objects to these Requests to the extent that they purport to impose obligations greater than or different from those established by the Federal Rules of Civil Procedure.
4. Quanta objects to these Requests to the extent that they seek information that is not within its knowledge or not capable of being verified accurately at this time.
5. Quanta objects to these Requests to the extent that they impermissibly seek legal conclusions on matters in which a reasonable belief of substantial dispute exists and that constitute part of the very dispute of the pending lawsuit.
6. Quanta objects to these Requests on the grounds that they seek information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, and/or other applicable privileges or protection from discovery. Quanta hereby claims and reserves all such privileges and protections to the extent implicated by each individual Request to Admit.
7. Quanta objects to these Requests to the extent that they seek information that is not relevant to the subject matter of the pending action and not reasonably calculated to lead to the discovery of admissible evidence.
8. Quanta's responses are based upon reasonable inquiry and information known to Quanta at this time.

10. Quanta reserves all objections to the extent implicated by each individual Request for Admission.

REQUESTS FOR ADMISSION

1. Admit that the LNAPL measured in GAL-14 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the New York State Department of Environmental Conservation (the “NYSDEC”) this year.

2. Admit that the LNAPL measured in GAL-15 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the NYSDEC this year.

3. Admit that the LNAPL measured in GAL-17 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the NYSDEC this year.

4. Admit that the LNAPL measured in GAL-26 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the NYSDEC this year.

5. Admit that the LNAPL measured in GL-32 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the NYSDEC this year.

6. Admit that the LNAPL measured in GL-33 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the NYSDEC this year.

7. Admit that the LNAPL measured in MW-8 on the Phoenix Property is sourced on the Quanta Site.

Response: Quanta denies sufficient knowledge and information to currently respond to this Request because additional facts regarding the source or sources of the LNAPL in this well are

likely to be developed during the Remedial Investigation and Focused Feasibility Study investigation on the Phoenix Property being overseen by the NYSDEC this year.

Dated: New York, New York
January 27, 2014

ARENT FOX LLP

By: /s/ Allen G. Reiter
Allen G. Reiter
Adrienne M. Hollander
1675 Broadway
New York, New York 10019
Phone: 212-484-3900
Fax: 212-484-3990
Email: allen.reiter@arentfox.com
adrienne.hollander@arentfox.com

*Attorneys for Defendant/Third-Party Plaintiff
Quanta Resources Corporation*